

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF
WIDE AREA INFORMATION SERVERS, INC.
OCTOBER 28, 1994**

Pursuant to notice duly and validly given in accordance with the Bylaws, a regular meeting of the Board of Directors of Wide Area Information Servers, Inc., a California corporation, was held on October 28, 1994 at 10:00 a.m. at the corporation's offices at 1040 Noel Drive, Menlo Park, California 94025. Brewster Kahle, Chairman and Chief Executive Officer, chaired the meeting, and Allen L. Morgan of Wilson, Sonsini, Goodrich & Rosati, Professional Corporation, Counsel to, and Secretary of, the Company, acted as secretary of the meeting.

All directors were present.

Also present were:

Bruce Gilliat, Vice-President, Sales & Marketing
(present for a portion of the meeting)
Allen L. Morgan of Wilson, Sonsini, Goodrich & Rosati,
Counsel to, and Secretary of, the Company
Nicholas M. Scharf, a consultant to the Company
Jeanne Christopherson, President of Ensemble, Inc.
(present for a portion of the meeting)

APPROVAL OF MINUTES

After discussion, on motion duly made and seconded, the minutes of the September 22, 1994 Board meeting were approved as submitted.

GENERAL BUSINESS REVIEW

Mr. Kahle next presented a general review of the Company's business with the Board. Mr. Gilliat also made a short presentation on the Company's current sales efforts and prospects. An extended discussion ensued.

At this point, Mr. Gilliat left the meeting.

FINANCIAL REVIEW

Mr. Scharf next reviewed with the Board the balance sheet of the Company at September 30, 1994 and the statements of operations and cash flows for the month and year-to-date periods then ended. In each case, historical results were compared to

budgeted amounts. A discussion ensued.

ENSEMBLE PRESENTATION

At this point, Ms. Christopherson joined the meeting. Ms. Christopherson made a presentation to the Board on the business of Ensemble, Inc. An extended discussion ensued.

At the conclusion of such discussion, Ms. Christopherson left the meeting.

BUSINESS PLANNING REVIEW

The Board next considered at length a variety of business planning issues.

ADJOURNMENT

No further business being before the Board, on motion duly made and seconded, the meeting was adjourned.

Allen L. Morgan,
Secretary